

# **EXHIBIT B**

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ADMITTED TO PRACTICE IN  
PENNSYLVANIA AND MASSACHUSETTS

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May 19, 2014

**VIA E-MAIL, FAX AND HAND DELIVERY**

Refrigeration, Service and Engineering, Inc.  
c/o Joseph K. Koury, Esq.  
Gary Stein, Esq.  
O'Donnell, Weiss & Mattei, P.C.  
41 East High Street  
Pottstown, PA 19464-5426

Re: **NOTICE OF THOMAS SPINA'S INTENTION TO EXERCISE  
DISSENTER'S RIGHTS PURSUANT TO SUBCHAPTER D OF  
CHAPTER 15 OF THE PENNSYLVANIA BUSINESS CORPORATION  
LAW OF 1988**

Dear Counsel:

I am sending this Notice ("Notice") to you in your capacity as counsel for Refrigeration, Service and Engineering, Inc. ("RSE").

On May 8, 2014, Thomas Spina ("Spina") received at his home RSE's May 8, 2014 putative Notice of Special Meeting of Shareholders ("Special Meeting") to be held at 4:00 p.m. Eastern Standard Time on May 19, 2014 (the "Putative Notice"). The Putative Notice deficiently and unlawfully purports to hold the Special Meeting and describes a proposed transaction ("Proposed Transaction") regarding the sale of RSE's assets to Stellar Refrigeration Services ("Stellar") and Spina's resulting ability to elect to exercise dissenters rights ("Dissenters Rights") pursuant to Subchapter D of Chapter 15 ("Subchapter D") of the Pennsylvania Business Corporation Law of 1988 (the "PBCL") if the Proposed Transaction is approved and consummated.

Please be advised that Spina is hereby giving notice of his intent to exercise his Dissenter's Rights and to demand that he be paid the fair value of his shares of RSE common stock in accordance with Subchapter if the Proposed Transaction is approved and consummated.

This Notice is being submitted without prejudice to or waiver of, and with full reservation regarding all of Spina's legal and equitable rights, remedies and causes of action,

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both in his individual capacity and derivatively, regarding the Putative Notice, Proposed Transaction and causes of action against RSE, Stellar, Robert Hepp, Cynthia Hepp, Ken Philo and/or all other culpable parties including, without limitation, the following:

**Causes of Action:**

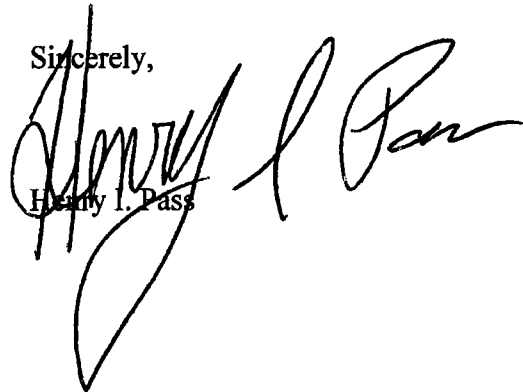
- Violations of the Securities Act of 1933;
- Violations of the Securities and Exchange Act of 1934 (“Exchange Act”);
- Violations of Rule 10b-5 promulgated under the Exchange Act;
- Violations of the Pennsylvania Securities Act;
- Conversion;
- Breach of fiduciary duty;
- Interested “director” transaction;
- Interested shareholder transaction;
- Fraud;
- Negligence;
- Breach of duty of loyalty;
- Conspiracy;
- Breach of contract;
- Anticipatory repudiation of contract;
- Tortious interference;
- Shareholder oppression;
- Diversion of corporate opportunity;
- Self-dealing;
- Waste;
- Unjust enrichment;
- Tortious interference;
- Conflicts of interest;
- *Ultra vires* actions;
- Conspiracy to commit and aiding and abetting the commission of the foregoing.

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**Remedies:**

- Temporary and permanent injunctive relief;
- Rescission;
- Compensatory damages;
- Punitive damages;
- Counsel fees;
- Pre- and post-judgment interest;
- Accounting;
- Imposition of a constructive trust;
- Disgorgement;
- All other remedies and relief available at law and/or in equity.

Sincerely,

A handwritten signature in black ink, appearing to read "Henry I. Pass". The signature is stylized with a large, sweeping "H" and a long, horizontal stroke extending to the right.

HIP:smr  
cc: Thomas Spina